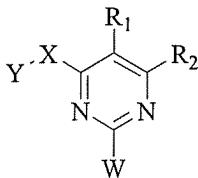


AMENDMENTS TO THE CLAIMS

1. (Currently amended) A compound having the formula I:




(I)

or a stereoisomer, tautomer, or pharmaceutically acceptable salt thereof, wherein

Y is selected from the group consisting of

- (1) substituted or unsubstituted aryl,
- (2) substituted or unsubstituted heterocyclyl, and
- (3) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

- (1) ~~a direct link,~~
- [[(2)]] -N(R^{1x})-,
- [[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-,
- [[(4)]] (3) -O-,
- [[(5)]] (4) -S-,
- [[(6)]] (5) -SO-,
- [[(7)]] (6) -SO₂-,
- [[(8)]] (7) -C(R^{2x}, R^{3x})-, and
- [[(9)]] (8) ,

wherein R^{1x}, R^{2x}, and R^{3x} are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted C₁-C₆-alkyl,
- (c) substituted or unsubstituted C₂-C₆-alkenyl,
- (d) substituted or unsubstituted C₂-C₆-alkynyl,

- (e) substituted or unsubstituted aryl,
- (f) substituted or unsubstituted heterocyclyl,
- (g) substituted or unsubstituted heteroaryl; and

m is 0, 1, 2, 3, or 4;

R₁ is selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C₁-C₆-alkyl,
- (3) -COOH,
- (4) halo,
- (5) -OR^{1t}, and
- (6) -NHR^{1t},

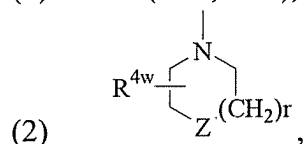
wherein R^{1t} is H or C₁-C₆-alkyl;

R₂ is selected from the group consisting of

- (1) substituted or unsubstituted aryl,
- (2) substituted or unsubstituted heteroaryl, and

W is selected from the group consisting of

- (1) -N(R^{1w}, R^{2w}), and



wherein R^{1w} and R^{2w} are selected from the group consisting of

- (a) substituted or unsubstituted aryl,
- (b) substituted or unsubstituted heterocyclyl, and
- (c) substituted or unsubstituted heteroaryl,

Z is selected from the group consisting of

- (a) -O-,
- (b) -NR^z-,
- (c) -S-,
- (d) -SO-,

(e) $-\text{SO}_2^-$, and

(f) $-\text{CH}_2^-$,

wherein R^z is H or substituted or unsubstituted alkyl group; and

R^{4w} is selected from the group consisting of

(a) H,

(b) substituted or unsubstituted $\text{C}_1\text{-C}_6\text{-alkyl}$,

(c) $-\text{COOR}^{5w}$,

(d) $-\text{CONH}_2$,

(e) $-\text{OR}^{5w}$, and

(f) $-\text{NHR}^{5w}$,

wherein R^{5w} is H or $\text{C}_1\text{-C}_6\text{-alkyl}$; and r is 0, 1, or 2;

with the proviso that when R_2 is phenyl independently substituted with one to five substituents selected from hydrogen, cycloalkyl, heterocycloalkyl, halo, nitro, amino, sulphonamido, or alkylsulphonylamino, R_1 is hydrogen, haloalkyl, alkyl, or halo, and X is NR^{1x} , then Y is substituted or unsubstituted heteroaryl or substituted or unsubstituted heterocyclyl.

2. (Currently amended) The compound of claim 1, wherein

Y is selected from the group consisting of

(1) substituted or unsubstituted aryl,

(2) substituted or unsubstituted heterocyclyl, and

(3) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

(1) ~~a direct link~~,

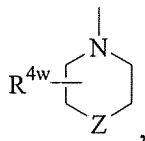
[[(2)]] $-\text{N}(\text{R}^{1x})-$,

[[(3)]] (2) $-(\text{CH}_2)_m-\text{C}(\text{R}^{2x}, \text{R}^{3x})-\text{N}(\text{R}^{1x})-$, and

[[(4)]] (3) ,

wherein R^{1x} , R^{2x} , R^{3x} are independently H or substituted or unsubstituted $\text{C}_1\text{-C}_6\text{-alkyl}$; and

W is selected from the group consisting of



wherein Z is -O- or -NR^Z-, wherein R^{4w} is H or substituted or unsubstituted C₁-C₆-alkyl.

3. (Currently amended) The compound of claim 1, wherein

Y is selected from the group consisting of

- (1) substituted or unsubstituted heterocyclyl,
- (2) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

- (1) ~~a direct link,~~

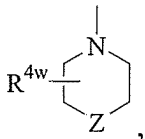
[[(2)]] -N(R^{1x})-,

[[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-, and

[[(4)]] (3) ,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C₁-C₆-alkyl; and

W is selected from the group consisting of



wherein Z is -O- or -NR^Z-, wherein R^{4w} is H or substituted or unsubstituted C₁-C₆-alkyl.

4. (Currently amended) The compound of claim 1, wherein

Y is substituted or unsubstituted aryl;

X is selected from the group consisting of

(1) ~~a direct link~~;

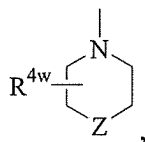
[[(2)]] -N(R^{1x})-,

[[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-, and

[[(4)]] (3) ,
,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C₁-C₆-alkyl; and

W is selected from the group consisting of



wherein Z is -O- or -NR^z-, wherein R^{4w} is H or substituted or unsubstituted C₁-C₆-alkyl.

5. (Currently amended) The compound of claim 1, wherein

X is selected from the group consisting of

(1) ~~a direct link~~;

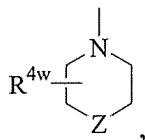
[[(2)]] -N(R^{1x})-,

[[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-, and

[[(4)]] (3) ,
,

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C₁-C₆-alkyl; and

W is selected from the group consisting of

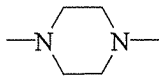


wherein Z is -O- or -NR^z-, wherein R^{4w} is H or substituted or unsubstituted C₁-C₆-alkyl.

6. (Currently amended) The compound of claim 1, wherein Y is selected from the group consisting of

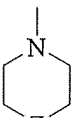

- (1) substituted or unsubstituted heterocyclyl,
- (2) substituted or unsubstituted heteroaryl;

X is selected from the group consisting of

- (1) ~~a direct link~~,
- [[(2)]] -N(R^{1x})-,
- [[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-, and
,
- [[(4)]] (3)

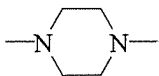
wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C₁-C₆-alkyl;

R₂ is substituted or unsubstituted aryl; and


W is , wherein Z is -O- or -NH-.

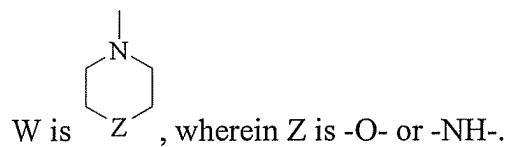
7. (Currently Amended) The compound of claim 1, wherein Y is substituted or unsubstituted aryl;

X is selected from the group consisting of

- (1) ~~a direct link~~,
- [[(2)]] -N(R^{1x})-,
- [[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-, and
,
- [[(4)]] (3)

wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted C₁-C₆-alkyl;

R₂ is substituted or unsubstituted aryl; and



8. (Currently amended) The compound of claim 1, wherein

X is selected from the group consisting of

(1) ~~a direct link~~;

[[(2)]] -N(R^{1x})-,

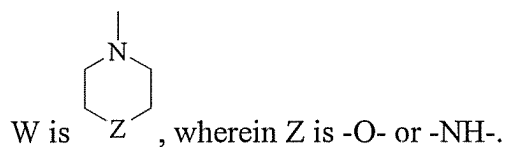
[[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-, and

[[(4)]] (3) ,

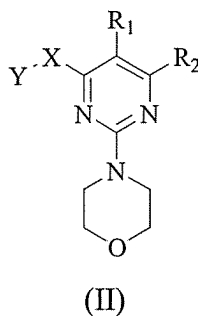
wherein R^{1x}, R^{2x}, R^{3x} are independently H or substituted or unsubstituted

C₁-C₆-alkyl;

R₂ is substituted or unsubstituted aryl; and



9. (Currently amended) The compound of claim 1, having the formula II:



wherein Y is selected from the group consisting of

(1) substituted or unsubstituted aryl,

(2) substituted or unsubstituted heterocyclyl, and

(3) substituted or unsubstituted heteroaryl; and

X is selected from the group consisting of

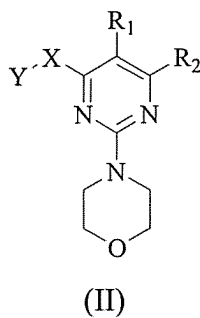
(1) ~~a direct link,~~

[[(2)]] -N(R^{1x})-,

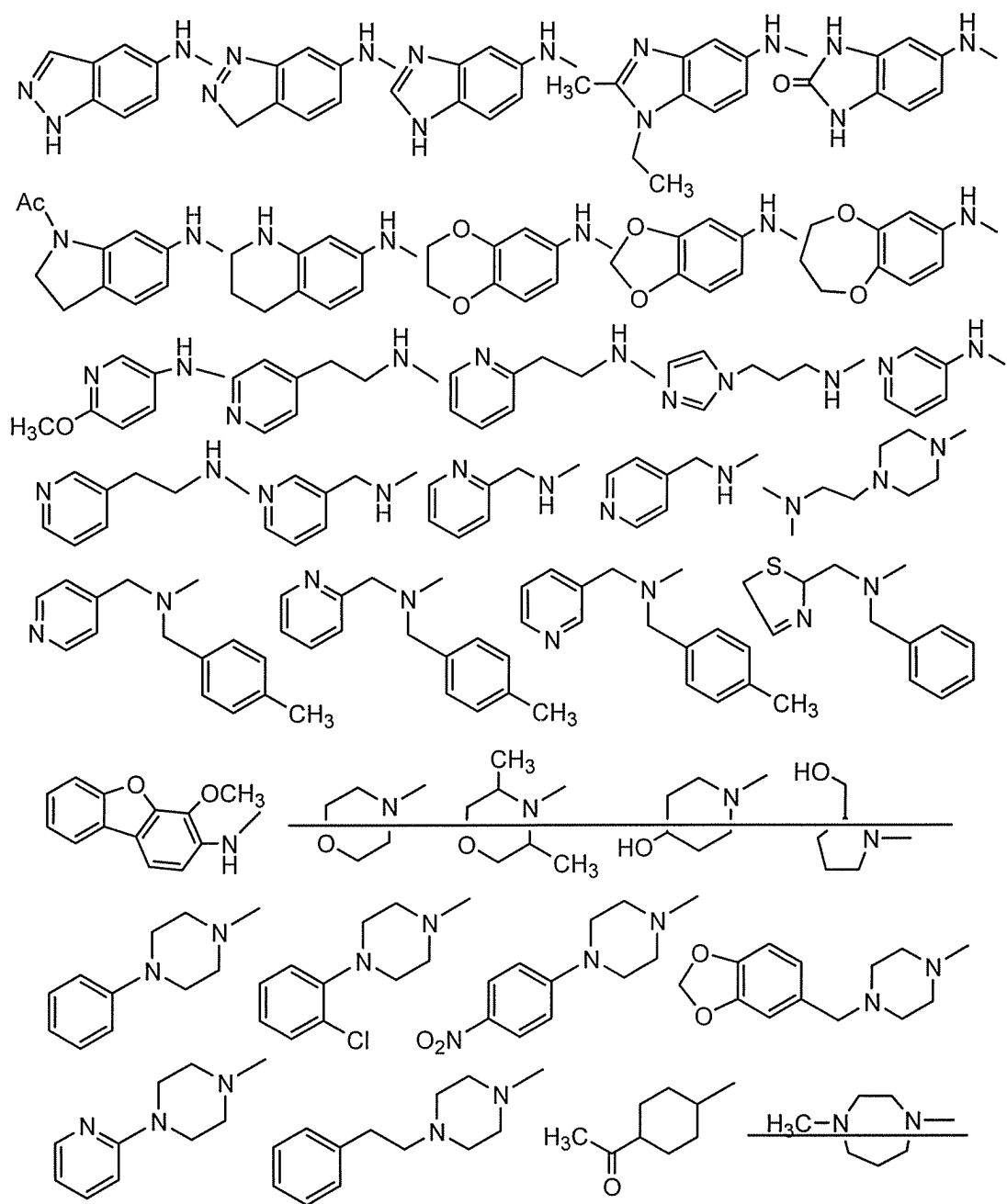
[[(3)]] (2) -(CH₂)_m-C(R^{2x}, R^{3x})-N(R^{1x})-, and

[[(4)]] (3)  .

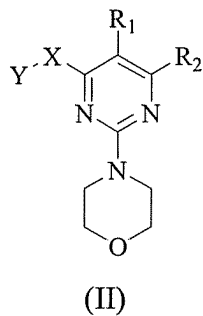
10. (Currently amended) The compound of claim 1, having the formula II:



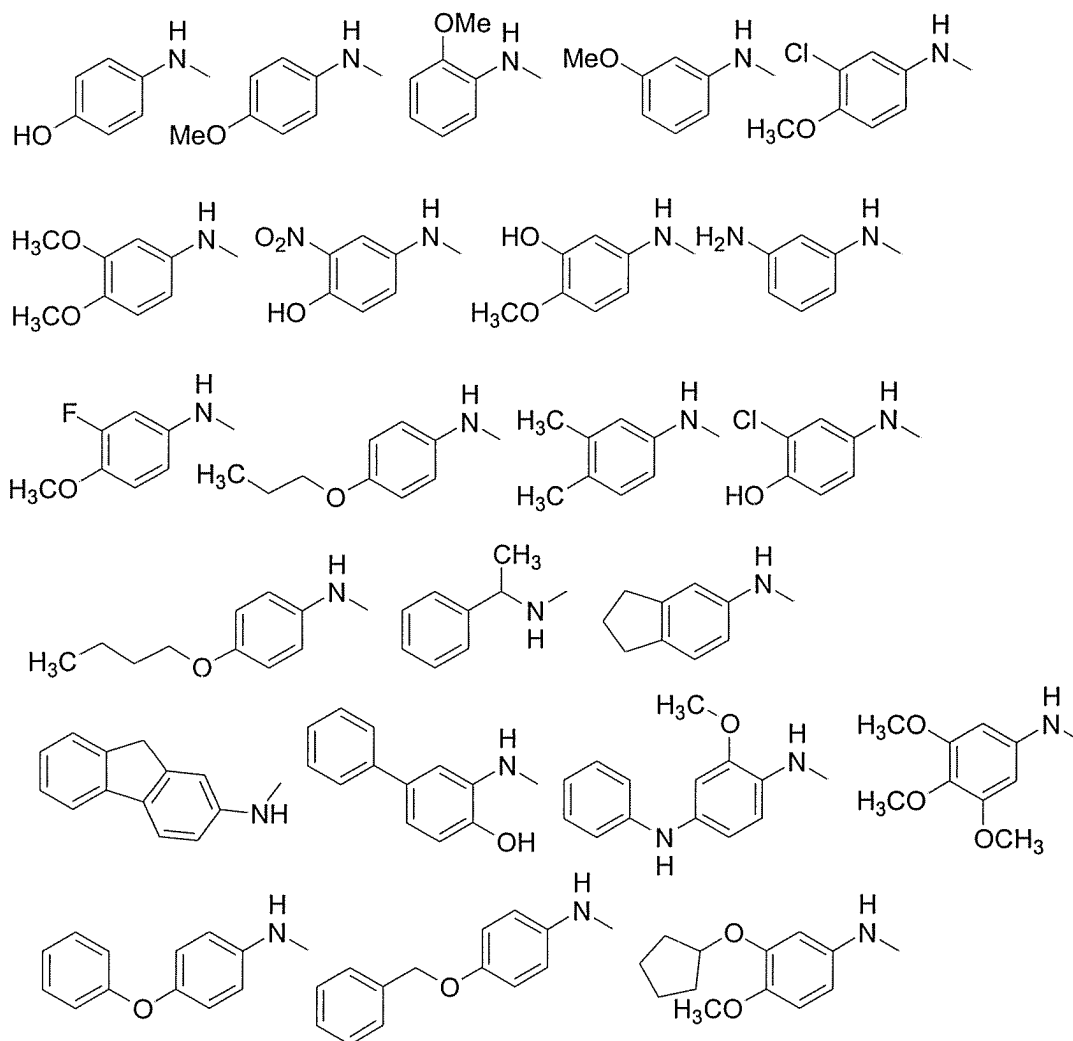
wherein Y and X, taken together, are selected from the group consisting of



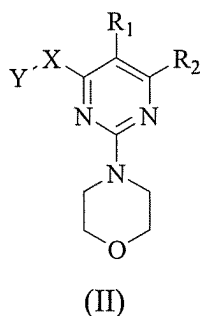
11. (Original) The compound of claim 1, having the formula II:



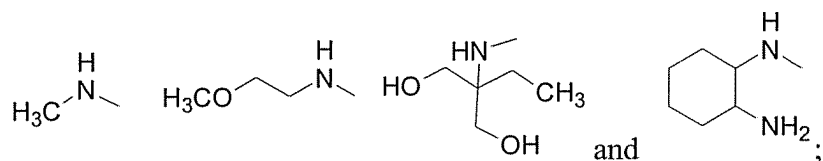
wherein Y and X, taken together, are selected from the group consisting of



12. (Currently amended) [[The]] A compound of Claim 1, having the formula II:



wherein, Y and X, taken together, are selected from the group consisting of



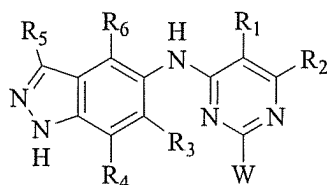
R₁ is selected from the group consisting of

- (1) H,
 - (2) substituted or unsubstituted C₁-C₆-alkyl,
 - (3) -COOH,
 - (4) halo,
 - (5) -OR^{1t}, and
 - (6) -NHR^{1t},
- wherein R^{1t} is H or C₁-C₆-alkyl; and

R₂ is selected from the group consisting of

- (1) substituted or unsubstituted aryl, and
- (2) substituted or unsubstituted heteroaryl.

13. (Previously presented) The compound of claim 1, having the formula III:



(III)

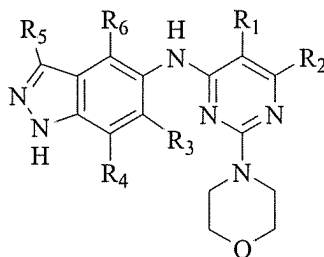
wherein R₃, R₄, R₅, R₆ are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C₁-C₆-alkyl,
- (3) -COOR^{t1},
- (4) -CONH₂,

(5) -OR^{1t}, and

(6) -NHR^{1t}.

14. (Previously presented) The compound of claim 1, having the formula IV:



(IV)

wherein R₃, R₄, R₅, R₆ are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C₁-C₆-alkyl,

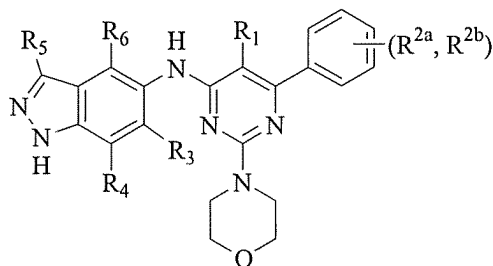
(3) -COOR^{1t},

(4) -CONH₂

(5) -OR^{1t}, and

(6) -NHR^{1t}.

15. (Previously presented) The compound of claim 1, having the formula V:



(V)

wherein R₃, R₄, R₅, R₆ are selected from the group consisting of

(1) H,

(2) substituted or unsubstituted C₁-C₆-alkyl,

- (3) -COOR^{1t},
- (4) -CONH₂
- (5) -OR^{1t}, and
- (6) -NHR^{1t}; and

R^{2a} and R^{2b} are selected from the group consisting of

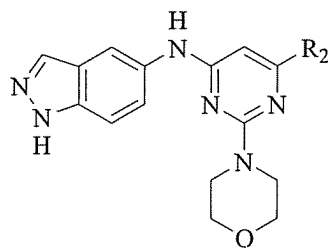
- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) halo,
- (4) -(CH₂)_q-N(R^{2c}, R^{2d}),
- (5) -(CH₂)_q-N(R^{2c}, R^{2d})COR^{2e},
- (6) -(CH₂)_q-OR^{2e},
- (7) -(CH₂)_q-OCOR^{2e},
- (8) -(CH₂)_q-OCOOR^{2e},
- (9) -(CH₂)_q-COOR^{2e},
- (10) -(CH₂)_q-CONR^{2c},
- (11) -CN,
- (12) -NO₂,
- (13) -SO₂NH₂,
- (14) -NHSO₂CH₃, and
- (15) -SO₂R^{2f},

wherein R^{2c}, R^{2d}, R^{2e}, and R^{2f} are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted alkyl, and
- (c) substituted or unsubstituted phenyl; and

q is 0, 1, 2, 3, or 4.

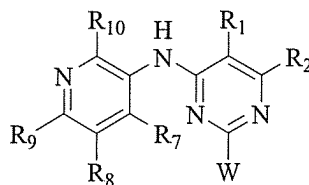
16. (Currently amended) ~~[[The]]~~ A compound of ~~Claim 1,~~ having the formula VI:



(VI)

[illegible]

17. (Previously presented) The compound of claim 1, having the formula VII:

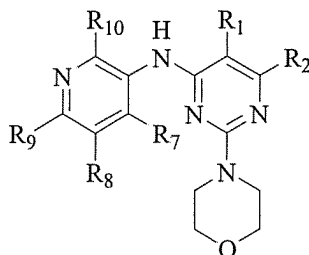


(VII)

wherein R₇, R₈, R₉, and R₁₀ are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C₁-C₆-alkyl,
- (3) -COOR^{1t},
- (4) -CONH₂
- (5) -OR^{1t}, and
- (6) -NHR^{1t}.

18. (Original) The compound of claim 1, having the formula VIII:



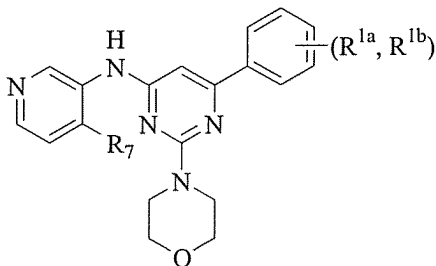
(VIII)

wherein R₇, R₈, R₉, R₁₀ are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted C₁-C₆-alkyl,
- (3) -COOR^{1t},
- (4) -CONH₂,
- (5) -OR^{1t}, and

(6) $-\text{NHR}^{1t}$.

19. (Currently amended) ~~[[The]]~~ A compound of Claim 1, having the formula IX:



(IX)

wherein R^{1a} and R^{1b} are selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) halo,
- (4) $-(\text{CH}_2)_q-\text{N}(\text{R}^{2c}, \text{R}^{2d})$,
- (5) $-(\text{CH}_2)_q-\text{N}(\text{R}^{2c}, \text{R}^{2d})\text{COR}^{2e}$,
- (6) $-(\text{CH}_2)_q-\text{OR}^{2e}$,
- (7) $-(\text{CH}_2)_q-\text{OCOR}^{2e}$,
- (8) $-(\text{CH}_2)_q-\text{OCOOR}^{2e}$,
- (9) $-(\text{CH}_2)_q-\text{COOR}^{2e}$,
- (10) $-(\text{CH}_2)_q-\text{CONR}^{2c}$,
- (11) $-\text{CN}$,
- (12) $-\text{NO}_2$,
- (13) $-\text{SO}_2\text{NH}_2$,
- (14) $-\text{NHSO}_2\text{CH}_3$, and
- (15) $-\text{SO}_2\text{R}^{2f}$,

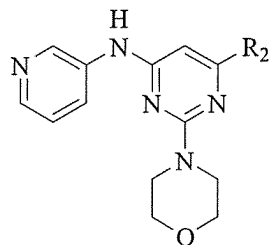
wherein R^{2c}, R^{2d}, R^{2e}, and R^{2f} are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted alkyl, and

(c) substituted or unsubstituted phenyl; and
wherein R₇ is selected from the group consisting of

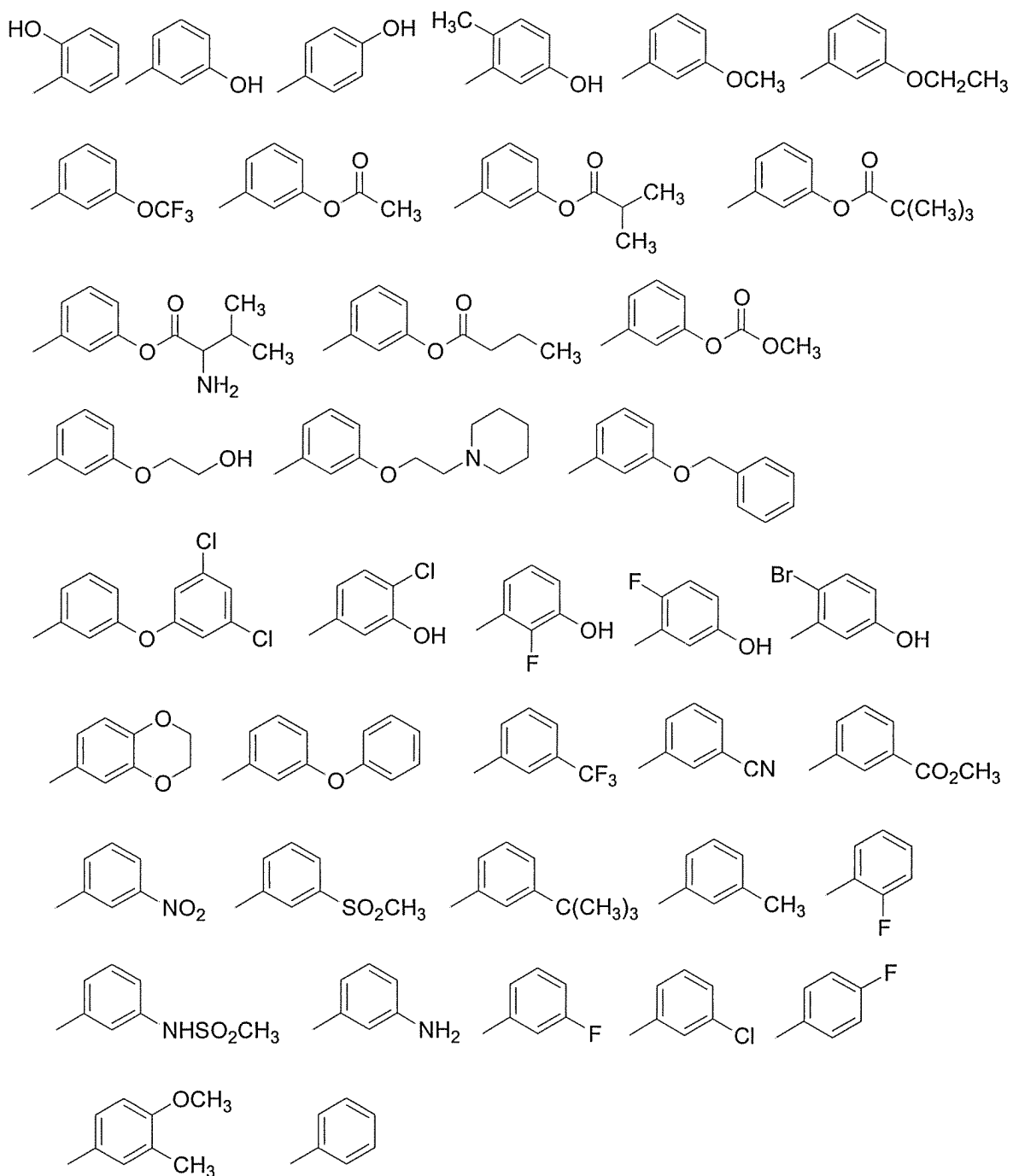
- (1) H,
- (2) substituted or unsubstituted C₁-C₆-alkyl,
- (3) -COOR^{1t},
- (4) -CONH₂,
- (5) -OR^{1t}, and
- (6) -NHR^{1t}.

20. (Currently amended) [[The]] A compound of ~~Claim 1~~, having the formula X:



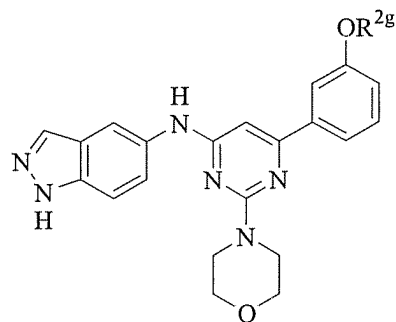
(X)

wherein R₂ is selected from the group consisting of



.

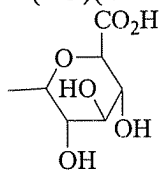
21. (Currently amended) [[The]] A compound of ~~Claim 1~~, having the formula XI:

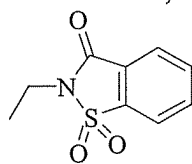


(XI)

wherein R^{2g} is selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) -CONHR^{2h},
- (4) -CON(R^{2h})-(CH₂)₂₋₃-N(R^{2h}, R²ⁱ),
- (5) -COR^{2j},
- (6) -CO₂R^{2j},
- (7) -COC₁-C₆-alkyl-CO₂H,
- (8) -CH₂-OC(=O)R²ⁱ,
- (9) -CH₂-OC(=O)NHCHR²ⁱCO₂R^{2j},
- (10) -P(=O)(OR^{2k}, OR^{2p}),

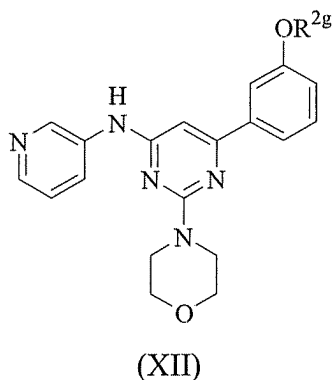
- (11) , and

- (12) ,

wherein R^{2h}, R²ⁱ, R^{2j}, R^{2k}, and R^{2p} are selected from the group consisting of

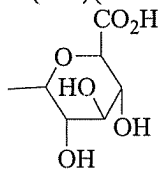
- (a) H,
- (b) substituted or unsubstituted alkyl, and
- (c) substituted or unsubstituted aryl.

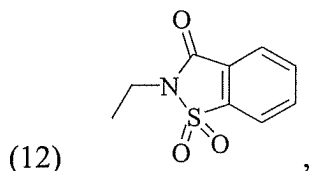
22. (Currently amended) [[The]] A compound of ~~Claim 1~~, having the formula XII:



wherein R^{2g} is selected from the group consisting of

- (1) H,
- (2) substituted or unsubstituted alkyl,
- (3) -CONHR^{2h},
- (4) -CON(R^{2h})-(CH₂)₂₋₃-N(R^{2h}, R²ⁱ),
- (5) -COR^{2j},
- (6) -CO₂R^{2j},
- (7) -COC₁-C₆-alkyl-CO₂H,
- (8) -CH₂-OC(=O)R²ⁱ,
- (9) -CH₂-OC(=O)NHCHR²ⁱCO₂R^{2j},
- (10) -P(=O)(OR^{2k}, OR^{2p}),

- (11) , and



wherein R^{2h}, R²ⁱ, R^{2j}, R^{2k}, and R^{2p} are selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted alkyl, and
- (c) substituted or unsubstituted aryl.

23. (Previously presented) A composition, comprising a compound of Claim 1 and a pharmaceutically acceptable carrier.

24. (Previously presented) The composition of Claim 23 further comprising at least one additional agent for the treatment of breast cancer.

25. (Currently amended) The composition of Claim 24, wherein the at least one additional agent for the treatment of breast cancer is selected from irinotecan, topotecan, gemcitabine, ~~gleevec~~ imatinib mesylate, herceptin, 5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.

26. (Previously presented) A method for treating breast cancer comprising administering to a subject in need of such treatment an effective amount of a compound of Claim 1.

27. (Original) The method of Claim 26, wherein the compound has an IC₅₀ value of less than about 20 μM in a cell proliferation assay.

28-30. (Canceled)

31. (Previously presented) The method of Claim 26 further comprising administering to the human or animal subject at least one additional agent for the treatment of breast cancer.

32. (Currently amended) The method of Claim 31, wherein the at least one additional agent for the treatment of breast cancer is selected from irinotecan, topotecan, gemcitabine, gleevec imatinib mesylate, herceptin, 5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.

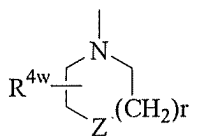
33-36. (Canceled)

37. (Previously presented) A compound of Claim 1, wherein R_2 is hydroxy-substituted phenyl.

38. (Previously presented) A compound of Claim 1, wherein R_2 is substituted or unsubstituted pyridinyl.

39. (Previously presented) A compound of Claim 1, wherein R_2 is substituted or unsubstituted pyrimidinyl.

40. (Previously presented) A compound of Claim 1, wherein W is



41. (Previously presented) A compound of Claim 40, wherein R^{4w} is H, r is 1, and Z is O.

42. (Previously presented) A compound of Claim 1, wherein Y is substituted or unsubstituted heterocyclyl.

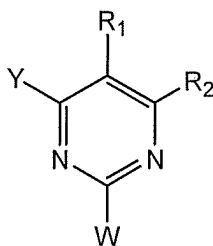
43. (Previously presented) A compound of Claim 1, wherein X is a O and Y is substituted or unsubstituted heterocyclyl.

44. (Canceled)

45. (Previously presented) A compound of Claim 40, wherein R^{4w} is H, r is 1, Z is O, Y is substituted or unsubstituted heterocyclyl, R_1 is H, and R_2 is substituted or unsubstituted heteroaryl.

46. (Currently amended) A compound of Claim 40, wherein R^{4w} is H, r is 1, Z is O, X is O—~~or a direct link~~, Y is substituted or unsubstituted heterocyclyl, R_1 is H, and R_2 is substituted or unsubstituted heteroaryl.

47. (New) A compound having the formula:



wherein Y is substituted or unsubstituted heterocyclyl,

R_1 is selected from the group consisting of

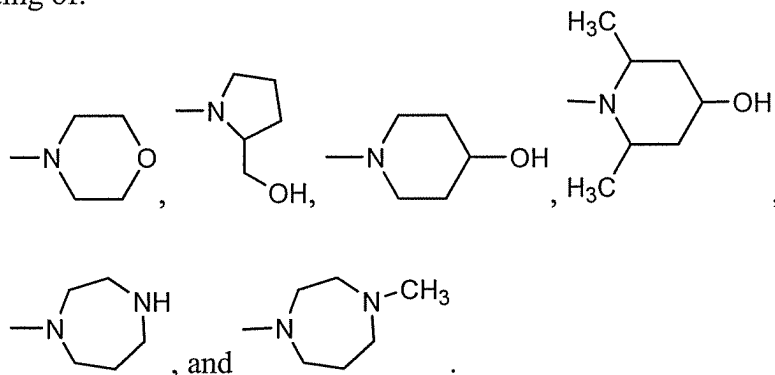
- (1) H,
- (2) substituted or unsubstituted C_1 - C_6 -alkyl,
- (3) $-COOH$,
- (4) halo,
- (5) $-OR^{1t}$, and
- (6) $-NHR^{1t}$,

wherein R^{1t} is H or C_1 - C_6 -alkyl;

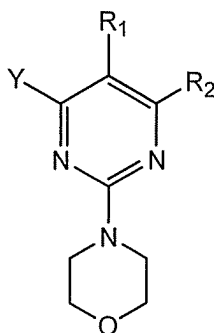
R_2 is substituted aryl; and

W is substituted or unsubstituted morpholino.

48. (New) The compound of Claim 47, wherein Y is selected from the group consisting of:



49. (New) A compound having the formula:



wherein Y is substituted or unsubstituted heterocyclyl;

R_1 is selected from the group consisting of

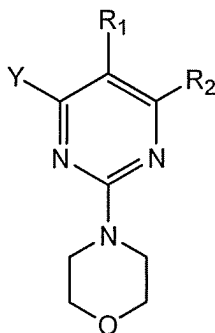
- (1) H,
- (2) substituted or unsubstituted C_1 - C_6 -alkyl,
- (3) $-COOH$,
- (4) halo,
- (5) $-OR^{1t}$, and
- (6) $-NHR^{1t}$,

wherein R^{1t} is H or C_1 - C_6 -alkyl;

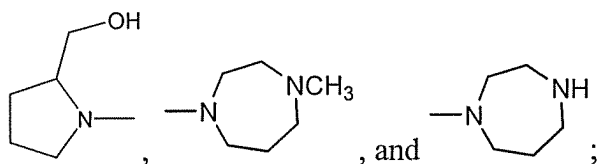
R₂ is selected from the group consisting of:

- (1) substituted phenyl,
- (2) substituted pyridyl, and
- (3) substituted pyrimidinyl.

50. (New) A compound having the formula:



wherein Y is selected from the group consisting of



R₁ is selected from the group consisting of

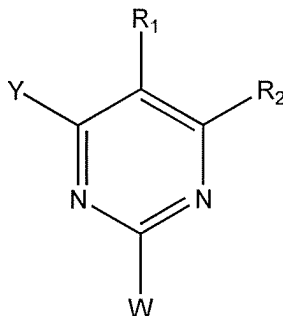
- (1) H,
- (2) substituted or unsubstituted C₁-C₆-alkyl,
- (3) -COOH,
- (4) halo,
- (5) -OR^{1t}, and
- (6) -NHR^{1t},

wherein R^{1t} is H or C₁-C₆-alkyl; and

R₂ is selected from the group consisting of

- (1) substituted or unsubstituted aryl, and
- (2) substituted or unsubstituted heteroaryl.

51. (New) A compound having the formula:



wherein Y is substituted or unsubstituted morpholino;

R₁ is selected from the group consisting of

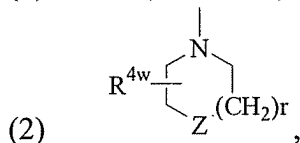
- (1) H,
- (2) substituted or unsubstituted C₁-C₆-alkyl,
- (3) -COOH,
- (4) halo,
- (5) -OR^{1t}, and
- (6) -NHR^{1t},

wherein R^{1t} is H or C₁-C₆-alkyl;

R₂ is substituted aryl; and

W is selected from the group consisting of

- (1) -N(R^{1w}, R^{2w}), and



wherein R^{1w} and R^{2w} are selected from the group consisting of

- (a) substituted or unsubstituted aryl,
- (b) substituted or unsubstituted heterocyclyl, and
- (c) substituted or unsubstituted heteroaryl,

Z is selected from the group consisting of

- (a) -O-,
- (b) -NR^Z-,
- (c) -S-,
- (d) -SO-,
- (e) -SO₂-, and
- (f) -CH₂-,

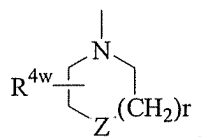
wherein R^Z is H or substituted or unsubstituted alkyl; and

R^{4w} is selected from the group consisting of

- (a) H,
- (b) substituted or unsubstituted C1-C6-alkyl,
- (c) -COOR_{5w},
- (d) -CONH₂,
- (e) -OR_{5w}, and
- (f) -NHR_{5w},

wherein R_{5w} is H or C1-C6-alkyl; and r is 0, 1, or 2.

52. (New) A compound of Claim 51, wherein W is



53. (New) A composition, comprising a compound of Claim 47 and a pharmaceutically acceptable carrier.

54. (New) The composition of Claim 53 further comprising at least one additional agent for the treatment of breast cancer.

55. (New) The composition of Claim 54, wherein the at least one additional agent for the treatment of breast cancer is selected from irinotecan, topotecan, gemcitabine, imatinib mesylate, herceptin, 5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.

56. (New) A method for treating breast cancer comprising administering to a subject in need of such treatment an effective amount of a compound of Claim 47.

57. (New) The method of Claim 56 further comprising administering to the human or animal subject at least one additional agent for the treatment of breast cancer.

58. (New) The method of Claim 57, wherein the at least one additional agent for the treatment of breast cancer is selected from irinotecan, topotecan, gemcitabine, imatinib mesylate, herceptin, 5-fluorouracil, leucovorin, carboplatin, cisplatin, taxanes, tezacitabine, cyclophosphamide, vinca alkaloids, imatinib, anthracyclines, rituximab, tamoxifen, CPT 11, and trastuzumab.